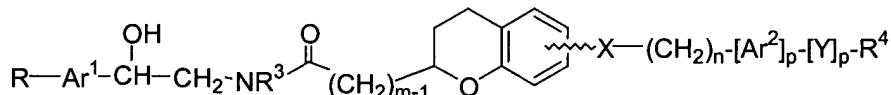


Amended Claims (Attorney Docket No. 5029C2)

1. (Cancelled).
2. (Cancelled).
3. (Cancelled).
4. (Cancelled).
5. (Cancelled).
6. (Cancelled).
7. (Cancelled).
8. (Cancelled).
9. (Cancelled).
10. (Cancelled).
11. (Cancelled).
12. (Currently amended) A compound ~~useful in the preparation of compounds of Formula 1~~ of the formula



Formula III/Compound 34

wherein

R is hydrogen, hydroxy, oxo, halo, C₁-C₁₀haloalkyl, C₁-C₁₀alkyl, cyano, nitro, NR¹R², SR¹, OR¹, SO₂R¹, OCOR¹, NR¹COR¹, COR¹, NR¹SO₂R¹, NR¹CO₂R¹, pyrrole, or Ar¹, optionally substituted with hydroxy, halogen, cyano, NR¹R², SR¹, trifluoromethyl, OR¹, C³-C⁸cycloalkyl, phenyl, NR¹COR¹, COR¹, SO₂R¹, OCOR¹, NR¹SO₂R¹, or NR¹CO₂R¹;

R¹ is hydrogen, C₁-C₁₀ alkyl optionally substituted with 1 to 4 substituents selected from hydroxy, halogen, CO₂H, CO₂C₁-C₁₀alkyl, SO₂C₁-C₁₀alkyl, C₁-C₁₀alkoxy; or C₃-C₈cycloalkyl, phenyl or naphthyl, each optionally substituted with 1 to 4 substituents selected from halogen, nitro, oxo, C₁-C₁₀alkyl, C₁-C₁₀alkoxy, and C₁-C₁₀alkylthio;

R^2 is R^1 or NR^1R^2 ;



R^3 is hydrogen, C_1-C_{10} alkyl or $R-Ar^1-CH(OH)-CH_2-$;

Ar^1 is Ar^1-O-CH_2 , phenyl, or a 5 or 6 membered heterocyclic ring with from 1 to 4 heteroatoms selected from O, S and N, each moiety being optionally fused to a 5 membered heterocyclic ring containing from 1 to 4 hetero atoms selected from O, S, and N, the fused heterocyclic ring being optionally fused to a phenyl ring or substituted with oxo;

m is 1, 2 or 3;

$(CH_2)_m$ may be optionally replaced with $C-O-(CH_2)_m$;

X is SO_2 -piperizinyl, NR^3-SO_2 , or SO_2-NR^3 ;

n is 0, 1, 2, 3, or 4;

Ar^2 is phenyl, or a 5 or 6 membered heterocyclic ring with from 1 to 4 heteroatoms selected from O, S and N, each moiety being optionally substituted with halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, and OR, or being fused to a 5 membered heterocyclic ring containing from 1 to 4 hetero atoms selected from O, S, and N, the fused heterocyclic ring being optionally fused to a phenyl ring or optionally substituted with oxo;

Y is $O-Y^1$, NR^1 , NR^1CO , C_3-C_8 cycloalkyl or a 5 or 6 membered heterocyclic ring with from 1 to 4 heteroatoms selected from O, S and N, each of which is optionally substituted with oxo;

p is 0 or 1;

R^4 is hydrogen, R^1 , R^2 , oxo, C_1-C_{10} heteroalkyl, C_1-C_{10} alkyl, C_1-C_{10} haloalkyl, each being optionally substituted with C_3-C_8 cycloalkyl, phenyl, naphthyl, benzofuran, carbazole, dibenzothiofuran, or a 5 or 6 membered heterocyclic ring with from 1 to 4 heteroatoms selected from O, S, and N, each ring structure being optionally substituted with halo and C_1-C_{10} alkyl.

13. (Original) A compound of claim 12 wherein Ar^1 is optionally substituted phenyl or pyridyl, X is NR^3-SO_2 or SO_2-NR^3 , Ar^2 is phenyl, pyridyl pyrimidinyl or pyrrolyl, Y is optionally substituted

pyridyl, pyrrolyl, pyrimidinyl, quinolinyl, imadazolyl, and dihydrohenzofuranyl, and R⁴ is R¹ or optionally substituted C₁-C₁₀ alkyl.

14. (Original) A compound of claim 13 wherein m is one and n is zero or one.
15. (Original) A compound of Claim 14 wherein R³ is hydrogen and R⁴ is C₁-C₁₀ alkyl optionally substituted with optionally substituted C₃-C₈ cycloalkyl, phenyl, or pyridyl.
16. (Original) A compound of claim 15 wherein R is hydrogen, halo, C₁-C₁₀ alkyl, nitro or NR¹R¹, n is zero, X is attached to the chroman moiety in the 6 position, n is zero, Ar² is phenyl or pyridyl, and Y is optionally substituted pyridyl or pyrrolyl.
17. (Cancelled).
18. (Cancelled).
19. (Cancelled).
20. (Cancelled).
21. (Cancelled).
22. (Cancelled).
23. (Cancelled).
24. (Cancelled).